

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE INTEL CORP. DERIVATIVE
LITIGATION

C.A. No. 1:09-cv-867-JJF

**DECLARATION OF
MARSHALL R. KING IN
SUPPORT OF DEFENDANTS'
MOTION TO DISMISS THE
CONSOLIDATED COMPLAINT**

MARSHALL R. KING, pursuant to 28 U.S.C. § 1746, hereby declares:

1. I am a partner at the law firm of Gibson, Dunn & Crutcher LLP, counsel for defendants other than D. James Guzy in the above-captioned matter. I respectfully submit this declaration in support of defendants' motion to dismiss the Consolidated Complaint. I have personal knowledge of the matters set forth in this declaration, and if called upon to testify, I could and would testify competently thereto.
2. Attached hereto as Exhibit A is a true and correct copy of a letter from Michael D. Torpey to Laurence D. Paskowitz, dated January 29, 2009.
3. Attached hereto as Exhibit B is a true and correct copy of shareholder derivative complaint filed in the Superior Court of California, County of Santa Clara, in a case entitled *Del Gaizo v. Otellini, et al.*, Case No. 1-08 cv. 116137, dated June 26, 2007.
4. Attached hereto as Exhibit C is a true and correct copy of a letter from Laurence D. Paskowitz to the Board of Directors of Intel Corp., dated June 12, 2008.
5. Attached hereto as Exhibit D is a true and correct copy of a letter from Michael D. Torpey to Laurence D. Paskowitz, dated September 25, 2008.

6. Attached hereto as Exhibit E is a true and correct copy of a letter from Michael D. Torpey to Laurence D. Paskowitz, dated November 3, 2008.

7. Attached hereto as Exhibit F is a true and correct copy of a letter from Laurence D. Paskowitz to Michael D. Torpey, dated June 8, 2009.

8. Attached hereto as Exhibit G is a true and correct copy of a letter from Laurence D. Paskowitz to Michael D. Torpey, dated July 29, 2009.

9. Attached hereto as Exhibit H is a true and correct copy of a letter from Laurence D. Paskowitz to Michael D. Torpey, dated October 14, 2009.

10. Attached hereto as Exhibit I is a true and correct copy of a letter from Michael D. Torpey to Laurence D. Paskowitz, dated November 30, 2009.

11. Attached hereto as Exhibit J is a true and correct copy of a letter from Jeffrey C. Block to the Board of Directors of Intel Corp., dated November 12, 2009.

12. Attached hereto as Exhibit K is a true and correct copy of a letter from Michael D. Torpey to Jeffrey C. Block, dated December 1, 2009.

13. Attached hereto as Exhibit L is a true and correct copy of a letter from Jeffrey C. Block to Michael D. Torpey, dated December 7, 2009.

14. Attached hereto as Exhibit M is a true and correct copy of a letter from Michael D. Torpey to Jeffrey C. Block, dated December 14, 2009.

15. Attached hereto as Exhibit N is a true and correct copy of a shareholder derivative complaint filed in the United States District Court for the District of Delaware, in a case entitled *Louisiana Municipal Police Employees' Retirement System v. Otellini, et al.*, Case No. 1:09-cv-00993-UNA, dated December 23, 2009.

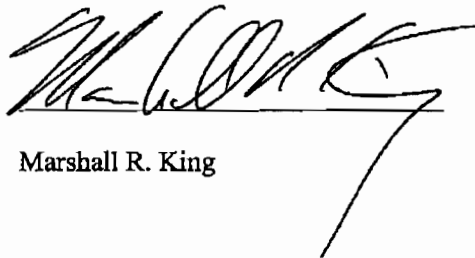
16. Attached hereto as Exhibit O is a true and correct copy of a stipulated order entered by this Court in the above-captioned action, dated January 15, 2010.

17. Attached hereto as Exhibit P is a true and correct copy of a *New York Times* article entitled "Intel Appeals Antitrust Ruling," dated July 23, 2009.

18. Attached hereto as Exhibit Q is a true and correct copy amended consolidated shareholder derivative complaint filed in the United States District Court for the District of Delaware, in a case entitled *In re: Intel Corporation Derivative Litigation*, Case No. 08-cv-93 (JJF), dated August 7, 2008.

I declare pursuant to 28 U.S.C. § 1746 and under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 12th day of March 2010 in New York, New York.



Marshall R. King

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